

OGDEN INDUSTRIAL PRODUCTS CORPORATION  
277 PARK AVENUE  
NEW YORK, N. Y. 10172

EDWARD J. JOYCE, JR.  
VICE PRESIDENT AND CHIEF COUNSEL  
(212) 572-4022

FEDERAL EXPRESS

RECORDATION NO. 14510 Filed 1425

DEC 20 1984 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

December 19, 1984

Interstate Commerce Commission  
Recordation Unit  
Public Records Section  
Room 2303  
12th Street & Constitution Avenue NW  
Washington, DC 20423

*12/20/84*  
*50.00 returned*  
*40 per 10*  
*OC Washington. 3*

Att: Ms. Mildred Lee

Dear Sirs:

I am enclosing an original and one executed copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code. This document is a Memorandum of Equipment Lease dated December 19, 1984 covering an Equipment Lease dated February 10, 1984. The names and addresses of the parties to this document are as follows:

Ogden Financial Services Corporation *Jeann*  
277 Park Avenue  
New York, NY 10172

Valencia Energy Company *Jeann*  
220 West Sixth Street  
Tucson, AZ 85702

A description of the equipment covered by this document is as follows:

- "1. 110, 100-ton Rotary Dump Gondola Coal Cars, (Three cars will be double rotary), numbers OFSX 84001 through and including 84110.
2. 75 to 120, 100-ton Rotary Dump Gondola Coal Cars, (Two cars will be double rotary), numbers OFSX 86001 through and including 86120.

December 19, 1984

A fee of \$50.00 is enclosed. Please return the original to Edward J. Joyce, Esq., Vice President & Chief Counsel, Ogden Industrial Products Corporation, 277 Park Avenue, New York, NY 10172.

A short summary of this document to appear in the index is as follows:

" Equipment Lease dated February 10, 1984 between Ogden Financial Services Corporation, with an office at 277 Park Avenue, New York, NY 10172 and Valencia Energy Company, with an office at 220 West Sixth Street, Tucson, AZ 85702 covering up to 230 rotary dump gondola coal cars."

Very truly yours,



Edward J. Joyce, Jr.

EJJ:bch  
Enc.

12/20/84

**Interstate Commerce Commission**  
Washington, D.C. 20423

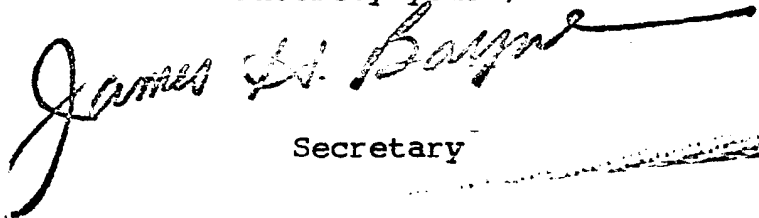
**OFFICE OF THE SECRETARY**

Edward J. Joyce, Esq.  
Vice Pres. & Chief Counsel  
Ogden Industrial Product Corp.  
277 Park Ave.  
New York, N.Y. 10172

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/20/84 at 1:05pm and assigned re-recording number(s). 14510

Sincerely yours,

  
Secretary

Enclosure(s)

RECORDATION NO. 14510  
DEC 20 1984 . 1 25 PM  
U.S. DEPT. OF COMMERCE COMMISSION

MEMORANDUM OF EQUIPMENT LEASE

Ogden Financial Services Corporation ("Lessor"), a Delaware corporation, having an office at 277 Park Avenue, New York, New York 10172 and Valencia Energy Company, ("Lessee") an Arizona corporation, having an office at 220 West Sixth Street, Tucson, Arizona 85702 certify the following:

1. Lease

On February 10, 1984, Lessor and the Tucson Electric Power Company ("Tucson") an Arizona corporation, entered into an Equipment Lease (the "Lease Agreement"), which by this reference is incorporated herein, for the railroad cars described in Exhibit "A" attached (the "Cars"). The Lease Agreement was assigned by Tucson to Lessee on July 5, 1984, which assignment was consented to by Lessor in accordance with the terms of the Lease Agreement.

2. Term

The term of this Lease Agreement shall commence on January 1, 1985 and shall continue for a period of twenty (20) years until December 31, 2004.

3. Assignment

Any assignment of the Lease Agreement or sublease of the Cars or the granting of permission to use the Cars


shall be null and void and of no force and effect unless made pursuant to the terms of the Lease Agreement.

4. Option to Purchase

There is no option to purchase the Cars. This is a true lease and not a security agreement.

Lessor and Lessee have executed this Memorandum of Equipment Lease on December 19, 1984.

OGDEN FINANCIAL SERVICES  
CORPORATION

By   
President

VALENCIA ENERGY COMPANY

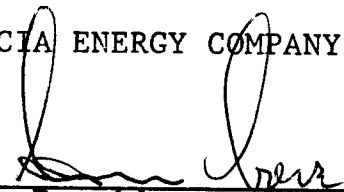
By   
~~Vxxx~~ President

EXHIBIT A  
DESCRIPTION OF CARS

1. 110, 100-ton Rotary Dump Gondola Coal Cars,  
(Three cars will be double rotary), numbers  
OFSX 84001 through and including 84110.
2. 75 to 120, 100-ton Rotary Dump Gondola Coal  
Cars, (Two cars will be double rotary), numbers  
OFSX 86001 through and including 86120.

STATE OF NEW YORK     )  
                              ) ss.  
COUNTY OF NEW YORK    )

On December 19, 1984 before me personally came  
Peter Thorner, to me known, who, being duly sworn, did  
depose and say that he resides at 8 Messex Lane, Weston, CT 06883  
\_\_\_\_\_, that he is the President of  
Ogden Financial Services Corporation, the corporation  
described in and which executed the foregoing document; that  
he knows the seal of the corporation; that the seal affixed  
to the document is the corporate seal; that it was so  
affixed by order of the board of directors of the corpo-  
ration; and that he signed his name thereto by like order.

Sharon A. Zeller  
Notary Public

SHARON A. ZELLER  
Notary Public, State of New York  
No. 00-4792600  
Qualified in Nassau County  
Commission Expires March 00, 1985

STATE OF ARIZONA)  
COUNTY OF PIMA ) ss.

The foregoing instrument was acknowledged before me this  
14th day of December, 1984, by Einar Greve, President of Valencia  
Energy Company, an Arizona corporation, on behalf of the corpora-  
tion.

Harinda H. Kennedy  
Notary Public  
(see Harinda H. Kennedy)

My Commission Expires:

4-14-87